

CHAPMAN AND CUTLER

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September \_\_, 2000

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Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

RECORDATION NO. 23110-C FILED

SEP 26 '00

3-56 PM

**SURFACE TRANSPORTATION BOARD**

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2000-J

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the two primary documents described below and the two secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

(1) Memorandum of Equipment Lease Agreement (BNSF 2000-J), dated as of September 27, 2000, between Wilmington Trust Company, as lessor (the "*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*"); and

(2) Memorandum of Trust Indenture and Security Agreement (BNSF 2000-J), dated as of September 27, 2000, between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and State Street Bank and Trust Company, as indenture trustee (the "*Indenture Trustee*").

The secondary documents are as follows:

(1) Memorandum of Lease Supplement No. 1 (BNSF 2000-J), dated as of September 27, 2000, between the Lessee and the Lessor; and

(2) Memorandum of Trust Indenture Supplement No. 1 (BNSF 2000-J), dated as of September 27, 2000, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 2000-J) and Memorandum of Trust Indenture Supplement No. 1 (BNSF 2000-J) are connected are the Memorandum of Equipment Lease Agreement (BNSF 2000-J) and the Memorandum of Trust Indenture and Security Agreement (BNSF 2000-J), respectively, referred to above, which are being submitted for recording concurrently therewith.

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The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

Indenture Trustee: State Street Bank and Trust Company  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103  
Attention: Corporate Trust Department

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

CHAPMAN AND CUTLER

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

Indenture Trustee: State Street Bank and Trust Company  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103  
Attention: Corporate Trust Department

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement, Memorandum of Trust Indenture and Security Agreement, Memorandum of Lease Supplement No. 1 and Memorandum of Trust Indenture Supplement No. 1 consists of 30 Dash 9-44 CW diesel electric locomotives bearing the reporting marks BNSF 5428 through BNSF 5457, inclusive; as specifically described in Exhibit A attached hereto.

A fee of one hundred four dollars (\$104.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1600 K Street, N.W.  
Suite 200  
Washington, D.C. 20006-2973

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF EQUIPMENT LEASE AGREEMENT:

Memorandum of Equipment Lease Agreement (BNSF 2000-J) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of September 27, 2000, covering 30 Dash 9-44 CW diesel electric locomotives bearing the reporting marks BNSF 5428 through BNSF 5457, inclusive; as specifically described in Exhibit A attached thereto.

## CHAPMAN AND CUTLER

## (2) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNSF 2000-J) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and State Street Bank and Trust Company, as Indenture Trustee, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103, dated as of September 27, 2000, covering 30 Dash 9-44 CW diesel electric locomotives bearing the reporting marks BNSF 5428 through BNSF 5457, inclusive; as specifically described in Exhibit A attached thereto.

## (3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 2000-J) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of September 27, 2000, covering 30 Dash 9-44 CW diesel electric locomotives bearing the reporting marks BNSF 5428 through BNSF 5457, inclusive; as specifically described in Exhibit A attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee dated as of September 27, 2000, which is filed concurrently herewith.

## (4) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 2000-J) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and State Street Bank and Trust Company, as Indenture Trustee, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103, dated as of September 27, 2000, covering 30 Dash 9-44 CW diesel electric locomotives bearing the reporting marks BNSF 5428 through BNSF 5457, inclusive; as specifically described in Exhibit A attached thereto. The Memorandum of Trust Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee, dated as of September 27, 2000, which is filed concurrently herewith.

CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/b  
Enclosures

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	30	BNSF 5428 through BNSF 5457, inclusive

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2000-J)

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SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 21, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and State Street Bank and Trust Company, a Massachusetts state chartered trust company, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2000-J), dated as of September 1, 2000 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.
2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2000-J), dated September 21, 2000, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name: **JAMES P. LAWLER**  
Title: **Vice President**

Executed on this 20<sup>th</sup> day of September, 2000.

STATE STREET BANK AND TRUST COMPANY

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2000.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2000-J)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 27, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and State Street Bank and Trust Company, a Massachusetts state chartered trust company, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2000-J), dated as of September 1, 2000 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2000-J), dated September 27, 2000, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2000.

STATE STREET BANK AND TRUST COMPANY

By  \_\_\_\_\_  
Name: **DENNIS FISHER**  
Title: ASSISTANT VICE PRESIDENT

Executed on this 20<sup>th</sup> day of September, 2000.

STATE OF Delaware )  
 )  
COUNTY OF New Castle ) SS.:

On this, the 20<sup>th</sup> day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 20, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leigh Ennis  
Name: LEIGH ENNIS  
Notary Public NOTARY PUBLIC  
My Commission Expires My Commission Expires August 1, 2002  
Residing in Delaware

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of STATE STREET BANK AND TRUST COMPANY, that said instrument was signed on September \_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on September \_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF **CONNECTICUT** )  
 ) SS.:  
COUNTY OF **HARTFORD** )

On this, the 20<sup>th</sup> day of September, 2000, before me, a Notary Public in and for said County and State, personally appeared **DENNIS FISHER**, who being by me duly sworn, says that (s)he is the ~~Assistant Vice~~ **President** of STATE STREET BANK AND TRUST COMPANY, that said instrument was signed on September ~~20~~ 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Dawn P. Heintz  
Name: **DAWN P. HEINTZ**  
Notary Public **NOTARY PUBLIC**  
My Commission Expires: **MY COMMISSION EXPIRES MAY 31, 2002**  
Residing in SIMSBURY, CT

notary

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	30	BNSF 5428 through BNSF 5457, inclusive